

SECURITIES AND EXCHANGE COMMISSION

FORM DEF 14A

Definitive proxy statements

Filing Date: **1994-01-12** | Period of Report: **1994-02-09**
SEC Accession No. **0000904802-94-000005**

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FILER

MOOG INC

CIK: **67887** | IRS No.: **160757636** | State of Incorporation: **NY** | Fiscal Year End: **0930**
Type: **DEF 14A** | Act: **34** | File No.: **001-05129** | Film No.: **94501158**
SIC: **3590** Misc industrial & commercial machinery & equipment

Business Address
*PLANT 24
EAST AURORA NY 14052-0018
7166522000*

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of WONG Inc. will be held at the Manhattan Hotel on Monday, February 9, 1981, at 10:00 A.M. in the Ballroom on the 14th Floor, 120 West Street, New York, New York 10038.

- 1. To elect one director of the Company, one of whom will be a Class B Director, elected by the holders of Class A Shares, and one of whom will be a Class A Director, elected by the holders of Class B Shares, to serve the year terminating on 12/31/81, as set forth in the Charter of the Company.
2. To consider and certify the adoption of 1980 Year financial statements including publicly disseminated financial statements of the Company for the 1980 fiscal year.
3. To consider and transact such other business as may properly come before the meeting or any adjournment thereat.

The Board of Directors has fixed the time of the meeting of Shareholders to be held on Monday, February 9, 1981, at 10:00 A.M. in the Ballroom on the 14th Floor, 120 West Street, New York, New York 10038, and has designated Robert W. Wong as the Chairman of the Meeting. The Board may fix the meeting of any time between 90 and 120 days before the date of the meeting.

By Order of the Board of Directors:
John S. Sweeney, Secretary

Dated: East Rutherford, New York
January 7, 1981

AGENDA

FOR ANNUAL MEETING OF SHAREHOLDERS OF WONG INC.

TO BE HELD IN THE BALLROOM OF THE MANHATTAN HOTEL GALLERY FOUR SEVENTH FLOOR, NEW YORK ON FEBRUARY 9, 1981

This Proxy Statement is prepared to inform you by the Board of Directors of Wong Inc. (the "Company") of matters to be presented at the meeting of Shareholders on Monday, February 9, 1981, at 10:00 A.M. and to give you an opportunity to vote on the matters to be presented at the meeting. The Board of Directors has designated Robert W. Wong as the Chairman of the Meeting. The Board may fix the meeting of any time between 90 and 120 days before the date of the meeting.

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Any proxy given pursuant to this authorization may be exercised by the person named as holder of the proxy, or by any other person named in the proxy, or by the person named as holder of the proxy, or by any other person named in the proxy.

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Shareholders are urged to attend the meeting of Shareholders to be held on Monday, February 9, 1981, at 10:00 A.M. in the Ballroom on the 14th Floor, 120 West Street, New York, New York 10038, and to vote on the matters to be presented at the meeting. The Board of Directors has designated Robert W. Wong as the Chairman of the Meeting. The Board may fix the meeting of any time between 90 and 120 days before the date of the meeting.

CERTAIN MATERIAL ITEMS

Material Items: The only matters to be presented to the Shareholders at the meeting of Shareholders are the matters set forth in the Agenda.

Table with 3 columns: Name and address of beneficial owner, Class A Shares, Class B Shares. Includes entries for Robert W. Wong, Robert S. Sweeney, and Robert W. Wong Jr.

Wong Inc. Securities and Shares

- (1) See the table on page 3-1 containing information concerning the stockholdings of directors and officers of the Company.
(2) Class A Shares are convertible into Class B Shares on a share-for-share basis.
(3) Class A Shares beneficial ownership includes options to acquire Class A Shares. These will not be used by the Board's Executive, Robert S. Sweeney, Douglas W. Wong and Robert W. Wong.
(4) There are 10,000 Class A Shares and 20,000 Class B Shares outstanding. The total number of shares of the Company is 30,000.
(5) Shares held or owned by the President, Management and Directors of the Company, including the CEO, are listed on the table on page 3-1.

Wong Family Agreement as to Voting

The Wong Family Agreement as to Voting is an agreement between Robert W. Wong, Douglas W. Wong, Robert S. Sweeney, and Robert W. Wong, Jr. regarding the voting of shares of the Company. The agreement provides that the shares of the Company will be voted in accordance with the wishes of Robert W. Wong, Jr.

ELECTION OF DIRECTORS

The Board of Directors of the Company is composed of five members. The Board of Directors is authorized to elect one director to the Board of Directors to serve the year terminating on 12/31/81.

Business and Operations

Details regarding the business and operations of the Company are set forth in the Proxy Statement. The Board of Directors has designated Robert W. Wong as the Chairman of the Meeting. The Board may fix the meeting of any time between 90 and 120 days before the date of the meeting.

Table with columns: Name, Position, Class, Shares of Common Stock, and Shares of Preferred Stock. Rows include various officers and directors like Robert E. Staley, Arthur S. Wilson, and Richard S. Johnson.

- (1) Each share of Series B Preferred Stock, which has one vote per share as compared to one vote per share of the common stock of the Company, is convertible into one share of common stock of the Company at the option of the holder of such share.
- (2) Any stock held by or for the benefit of Robert E. Staley, or the beneficial owner of 20,190 Class A shares and 14,448 Class B shares, shall not be included.

During the fiscal year ended September 30, 1981, all executive officers and directors of the Company held office with the Board of Directors and the Executive Committee. The Board of Directors held 15 meetings during the year and the Executive Committee held 12 meetings during the year.

- Robert E. Staley - Chairman of the Board, President, Director, Executive Committee
- Arthur S. Wilson - Director, Executive Committee
- Richard S. Johnson - Director, Executive Committee

The Board of Directors and Executive Committee of the Company held 15 meetings during the year ended September 30, 1981. The Board of Directors held 15 meetings during the year and the Executive Committee held 12 meetings during the year.

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On October 22, 1961, the Company received an affidavit and statement of the Board of Directors of the United States. The affidavit was filed in the United States District Court for the Southern District of New York on October 22, 1961. The affidavit contained certain facts and the Board of Directors of the Company has taken certain steps and actions in reliance on the affidavit and certain liability arising out of reliance on such affidavit. It is requested that the Commission or its agents be permitted to examine any documents or information in the possession of the Company on any date.

COMPOSITION OF DIRECTORS

Management Director are paid \$1,000 per month and are entitled to the same expenses as are other directors of the Company. The Board of Directors of the Company is composed of 12 members. The Board of Directors of the Company is composed of 12 members. The Board of Directors of the Company is composed of 12 members.

COMPOSITION COMMITTEE CHAIRMAN AND STOCK PARTICIPATION

James McCreary, both of which served on the Company's Committee for the 1961-1962 year, and also served as Chairman of the Board of Directors of the Company for the 1961-1962 year. The Board of Directors of the Company is composed of 12 members. The Board of Directors of the Company is composed of 12 members.

COMPOSITION OF THE BOARD OF DIRECTORS

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INDEPENDENT ACCOUNTANTS

The Board of Directors, an independent member of the Board of Directors, has advised that the Company is not a public company. The Board of Directors of the Company is composed of 12 members. The Board of Directors of the Company is composed of 12 members.

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OTHER MATTERS

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By Order of the Board of Directors

JAMES B. WOODRUFF, Secretary

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January 7, 1961